



ENTERED
05/03/2010

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

IN RE:	§	CASE NO. 10-20041
	§	
AMIDEE CAPITAL GROUP, INC., ET AL.,	§	CHAPTER 11
	§	
DEBTORS.	§	(Jointly Administered)

FINAL ORDER GRANTING MOTION AUTHORIZING USE OF CASH COLLATERAL
PURSUANT TO SECTION 363(c) OF THE BANKRUPTCY CODE
(Relates to Doc. No. 7)

On April 29, 2010, a hearing was held on the Debtors *Motion for Interim and Final Orders (A) Authorizing Use of Cash Collateral Pursuant To Section 363(c) of The Bankruptcy Code And (B) Scheduling a Final Hearing Pursuant To Bankruptcy Rule 4001 As To Use Of Cash Collateral* (the "Motion") [Doc No. 7; and Case No. 10-20007, Doc No. 6]. Upon consideration of the Motion, the record in this bankruptcy case and the arguments of counsel, the stipulations set forth in this order between Sterling Bank ("Sterling") and the Debtors, the Court finds and concludes, that just cause exists for the relief granted and providing the adequate protection described herein.

THEREFORE, IT IS HEREBY ORDERED that:

(a) The relief described herein is **GRANTED**.

(b) The Debtors are authorized to continue to use Cash Collateral¹ on a final basis for the purpose of meeting their post petition obligations in the ordinary course of business, including payment of post petition bills and expenses such as rent, utilities, maintenance, payroll, taxes and miscellaneous expenses to operate and maintain the property of the estate in the ordinary course of their business, all in accordance, and in a manner not materially inconsistent, with the Final Budget attached hereto as **Exhibit A**. All Cash Collateral whether on hand as of

¹ All terms not specifically defined herein shall have the meaning ascribed to them in the Motion.

the Petition Date or received post petition by the Debtors shall be collected, received, and maintained by the Debtors in separate debtor in possession accounts ("DIP Accounts") at Sterling Bank; and, other than as specified in the attached Final Budget, the Cash Collateral from one Debtor shall not be comingled with cash or Cash Collateral from another Debtor. For purposes of this paragraph, a "material" inconsistency with the Final Budget shall occur when a specific Debtor's cumulative expenditures exceed five percent (5%) of the aggregate total expenses provided for in the Final Budget for that Debtor or when the cumulative amount spent by a specific Debtor on any one line item contained in the Final Budget is exceeded by ten percent (10%).

(c) As shown on the Final Budget, the Debtors may advance a limited amount of Cash Collateral to ACG in order to support the overall operations of the Debtors. The amounts that may be provided for corporate overhead (the "Overhead Allocation"),² to the extent paid out of Cash Collateral, shall be held by ACG in a DIP Account at Sterling Bank until spent pursuant to the Final Budget. Each Debtor making Overhead Allocation payments in this Final Order shall be entitled to an administrative priority claim pursuant to §§ 503(b)(1) and 507(a)(2) against ACG's bankruptcy estate for the amount of Overhead Allocation advanced by the respective Debtor ("Subsidiary Overhead Claims"). By agreeing to the allowance of these Subsidiary Overhead Claims, ACG does not waive or alter its right to seek its own claim against the Subsidiary Debtors pursuant to §§ 503(b) and 507(a)(2) for the costs it incurs on their behalf in these Reorganization Cases, including any and all costs satisfied through the Overhead Allocation payment.

² This amount is shown on the Final Budget in the row labeled "Contribution to Overhead."

(d) Stipulations as to Sterling Indebtedness, Perfection; No Surcharge and Plan:

(1) As set forth in the March 3, 2010 Proof of Claim (Claim Registry No. 35), the Debtors do not dispute that Sterling, holds valid, enforceable, and allowable claims against Amidee Capital Group, Inc., as defined in §101 of the Bankruptcy Code, as of the Petition Date, pursuant to the pre-petition loan documents attached to the Proof of Claim and applicable law, in an aggregate amount equal to \$1,350,890.94 which includes all (i) unpaid principal, (ii) accrued but unpaid interest at the contract rate, (iii) certain advances made by Sterling, and expenses incurred thereto, (iv) any and all fees, and (v) any and all other obligations and liabilities of Amidee Capital Group, Inc. to Sterling under the loan documents, including interest, reasonable costs, attorneys' fees, and any and all other amounts to the extent permitted by the Bankruptcy Code and applicable law (the "Amidee Capital Group, Inc. Pre-Petition Indebtedness").

(2) As set forth in the March 3, 2010 Proof of Claim (Claim Registry No. 3), the Debtors does not dispute that Sterling, holds valid, enforceable, and allowable claims against Amidee 2006 Commercial Real Estate Income Program, Ltd., as defined in §101 of the Bankruptcy Code, as of the Petition Date, pursuant to the pre-petition loan documents attached to the Proof of Claim and applicable law, in an aggregate amount equal to \$1,276,028.60 which includes all (i) unpaid principal, (ii) accrued but unpaid interest at the contract rate, (iii) certain advances made by Sterling, and expenses incurred thereto, (iv) any and all fees, and (v) any and all other obligations and liabilities of Amidee 2006 Commercial Real Estate Income Program, Ltd. to Sterling under the loan documents, including interest, reasonable costs, attorneys' fees, and any and all other amounts to the extent permitted by the Bankruptcy Code and applicable law (the "Amidee 2006 Commercial Real Estate Income Program, Ltd. Pre-Petition Indebtedness").

(3) As set forth in the March 3, 2010 Proof of Claim (Claim Registry No. 3), the Debtors do not dispute that Sterling, holds valid, enforceable, and allowable claims against Amidee 2007-I CRE Income Fund, Ltd., as defined in §101 of the Bankruptcy Code, as of the Petition Date, pursuant to the pre-petition loan documents attached to the Proof of Claim and applicable law, in an aggregate amount equal to \$747,536.81 which includes all (i) unpaid principal, (ii) accrued but unpaid interest at the contract rate, (iii) certain advances made by Sterling, and expenses incurred thereto, (iv) any and all fees, and (v) any and all other obligations and liabilities of Amidee 2007-I CRE Income Fund, Ltd. to Sterling under the loan documents, including interest, reasonable costs, attorneys' fees, and any and all other amounts to the extent permitted by the Bankruptcy Code and applicable law (the "Amidee 2007-I CRE Income Fund, Ltd. Pre-Petition Indebtedness").

(4) As set forth in the Proof of Claim (Claim Registry No. 2), the Debtors do not dispute that Sterling, holds valid, enforceable, and allowable claims against Amidee Oak Pointe Apartments, LLC, as defined in §101 of the Bankruptcy Code, as of the Petition Date, pursuant to the pre-petition loan documents attached

to the Proof of Claim and applicable law, in an aggregate amount equal to \$2,834,834.63 which includes all (i) unpaid principal, (ii) accrued but unpaid interest at the contract rate, (iii) certain advances made by Sterling, and expenses incurred thereto, (iv) any and all fees, and (v) any and all other obligations and liabilities of Amidee Oak Pointe Apartments, LLC to Sterling under the loan documents, including interest, reasonable costs, attorneys' fees, and any and all other amounts to the extent permitted by the Bankruptcy Code and applicable law (the "Amidee Oak Pointe Apartments, LLC Pre-Petition Indebtedness").

(5) Sterling asserts, and the Debtors do not dispute, that the Amidee Capital Group, Inc. Pre-Petition Indebtedness, the Amidee 2006 Commercial Real Estate Income Program, Ltd. Pre-Petition Indebtedness, the Amidee 2007-I CRE Income Fund, Ltd. Pre-Petition Indebtedness, Amidee Oak Pointe Apartments, LLC Pre-Petition Indebtedness (collectively, the "Sterling Pre-Petition Indebtedness") is secured by respectively perfected first priority liens and security interests in certain real property (the "Real Property"), as well as all certain other property of the respective Debtors, as may be the case, as described in the respective loan documents, and any and all proceeds of the foregoing (the "Personal Property") (collectively, the "Collateral Documents"). The Personal Property, Real Property, and any and all other property of the estate in which Sterling has or asserts an interest as of the Petition Date, or subsequent to the Petition Date as adequate protection as set forth herein, are collectively referred to as the "Sterling Pre-Petition Collateral."

(6) Sterling asserts, and the Debtors do not dispute, that Sterling has properly perfected its priority liens and security interests in the Sterling Pre-Petition Collateral, as evidenced by the Collateral Documents, by documents held in possession of the Sterling, and documents filed with the appropriate state and county filing offices (collectively, the "Perfection Documents").

(7) No costs or expenses of administration or other costs or expenses of the Debtors that have been or may be incurred in these Chapter 11 Cases, or other proceedings or matters related hereto, shall be charged either against the Sterling Pre-Petition Collateral or Cash Collateral, pursuant to Section 506(c) of the Bankruptcy Code or otherwise. Moreover, no priority claims shall be allowed which are or will be prior to or on parity with the super-priority claims or secured claims of Sterling against the Debtors and their estates arising out of the respective pre-petition loan documents and this Cash Collateral Order.

(8) Debtors' authorization to use Sterling's Cash Collateral shall terminate on August 31, 2010, unless extended by written agreement of Sterling. Provided, however, this Final Order shall terminate as to Sterling, and the Debtors shall not be entitled to further use of Sterling's cash collateral absent consent of the Sterling or entry of an order, in the event that the Debtors fail to file plans of reorganization and disclosure statements by July 31, 2010.

(e) **Stipulations as to Lone Star Indebtedness, Perfection; No Surcharge and**

Plan:

(1) The Debtors do not dispute that Lone Star Bank ("Lone Star"), holds valid, enforceable, and allowable claims against Amidee 2008-I CRE Income Fund, Ltd., as defined in §101 of the Bankruptcy Code, as of the Petition Date, pursuant to the pre-petition loan documents and applicable law, in an aggregate amount equal to \$1,882,193.99 in unpaid principal, plus accrued but unpaid interest at the contract rate, together with certain advances made by Lone Star, and certain expenses incurred thereto, plus any and all fees, and any and all other obligations and liabilities of Amidee 2008-I CRE Income Fund, Ltd. to Lone Star under the loan documents, including interest, reasonable costs, attorneys' fees, and any and all other amounts to the extent permitted by the Bankruptcy Code and applicable law (the "Amidee 2008-I CRE Income Fund, Ltd. Pre-Petition Indebtedness").

(2) Lone Star asserts, and the Debtors do not dispute, that the Amidee 2008-I CRE Income Fund, Ltd. Pre-Petition Indebtedness (collectively, the "Lone Star Pre-Petition Indebtedness") is secured by respectively perfected first priority liens and security interests in certain real property (the "Real Property"), as well as all certain other property of the respective Debtors, as may be the case, as described in the respective loan documents, and any and all proceeds of the foregoing (the "Personal Property") (collectively, the "Collateral Documents"). The Personal Property, Real Property, and any and all other property of the estate in which Lone Star has or asserts an interest as of the Petition Date, or subsequent to the Petition Date as adequate protection as set forth herein, are collectively referred to as the "Lone Star Pre-Petition Collateral."

(3) Lone Star asserts, and the Debtors do not dispute, that Lone Star has properly perfected its priority liens and security interests in the Lone Star Pre-Petition Collateral, as evidenced by the Collateral Documents, by documents held in possession of the Lone Star, and documents filed with the appropriate state and county filing offices (collectively, the "Perfection Documents").

(4) No costs or expenses of administration or other costs or expenses of the Debtors that have been or may be incurred in these Chapter 11 Cases, or other proceedings or matters related hereto, shall be charged either against the Lone Star Pre-Petition Collateral or Cash Collateral, pursuant to Section 506(c) of the Bankruptcy Code or otherwise. Moreover, no priority claims shall be allowed which are or will be prior to or on parity with the super-priority claims or secured claims of Lone Star against the Debtors and their estates arising out of the respective pre-petition loan documents and this Cash Collateral Order.

(5) Debtors' authorization to use Lone Star's Cash Collateral shall terminate on August 31, 2010, unless extended by written agreement of Lone Star. Provided, however, this Final Order shall terminate as to Lone Star, and the

Debtors shall not be entitled to further use of Lone Star's cash collateral absent consent of the Lone Star or entry of an order, in the event that the Debtors fail to file plans of reorganization and disclosure statements by July 31, 2010.

(f) To the extent Lone Star Bank, National Guardian Life Insurance, NCN Lending, LLC and Sterling Bank (the "Lenders") have valid, perfected security interests, they are hereby granted the following final adequate protection:

(1) **Replacement Liens:** valid, perfected, and enforceable replacement security interests in and liens and mortgages upon all categories of property of the Debtors and their estates upon which the Lenders held valid, perfected, prepetition liens, security interests, and mortgages, and all proceeds, rents, products, or profits thereof, including, without limitation, the collateral owned by the Debtors as of the Petition Date; and additional security interests in and liens on any Subsidiary Overhead Claims held by a specific Lender's borrower as further adequate protection for the use of the Cash Collateral (collectively, "Post Petition Collateral").

(2) **Superpriority Claims:** to the extent the replacement liens and adequate protection payments provided in this Final Order are insufficient to adequately protect the Lenders' interests in their Collateral, each Lender shall be entitled to a superpriority administrative claim in an amount equivalent to any diminution in the overall value of their Collateral (both Prepetition and Post Petition Collateral) during the term of this Final Order, pursuant to § 507(b) of the Bankruptcy Code.

(3) **Financial and Business Reports:** in addition to the reports required by the Lenders, on or before the twentieth (20th) day of each month, the Debtors shall deliver to such Lenders, a copy of the monthly operating report they are required to file with the Court. By the tenth (10th) day of each month the Debtors shall provide the Lenders with current rent rolls for each property on which the Lenders have Prepetition liens.

(4) **Books and Records:** in addition to the inspection of records required by the Lenders, the Debtors shall allow the Lenders to review and copy, upon prior written request, (i) all vouchers, invoices, contracts and other writings relating to any and all disbursements made or obligations incurred by the Debtors with respect to the maintenance and operation of the business that generates the Lender's Cash Collateral, and (ii) any and all other books and records of the Debtors pertaining to the Debtors' use of the Lender's Cash Collateral.

(5) **Audits and Inspections:** Upon forty-eight (48) hours prior notice by telecopy or courier, the Debtors shall permit representatives, agents and/or employees of the Lenders to visit, inspect, have reasonable access to and consult with, as the case may be, (i) the Debtors' books and records, (ii) the personnel of the Debtors who are familiar with the Debtors' books and records or the

information set forth therein, and (iii) such other information as the Lenders may reasonably request, and shall cooperate and consult with, and provide to such representatives, agents, and/or employees all such information as they may reasonably request.

(6) **Additional Adequate Protection:** As additional adequate protection to Lone Star Bank, NCN Lending, LLC and to Sterling Bank, on or before the twenty-second (22nd) day of each month the Debtors shall make the payments to Lone Star Bank, NCN Lending, LLC and to Sterling Bank in the amounts shown on the Final Budget; such sums received by the Lenders shall be applied to the balance due to the Lenders, provided, however, that any application of payments to post petition interest or fees shall be without prejudice to the Debtors' right to later seek to have the payments re-characterized and applied to principal to the extent it is later determined that a Lender is not fully secured.

(g) In the event of the termination of the Debtors' authority to use Cash Collateral ("Termination Date"), whether through expiration of this or any subsequent order or through the termination of such authority due to appointment of a chapter 11 trustee, dismissal of these Reorganization Cases or conversion of these Reorganization Cases to chapter 7, the Debtors may continue to use Cash Collateral (i) to pay their share of the Overhead Allocation set forth in the Final Budget in an amount sufficient to pay the Debtors' professionals' fees and expenses which were accrued but unpaid as of the Termination Date up to the amounts set forth in the Final Budget provided, however, the further use of cash collateral to pay such accrued and unpaid amounts shall not apply if the Debtors have failed to pay Lenders as set forth in subparagraph (f)(6) of this Final Order; and (ii) to pay fees pursuant to 28 U.S.C. § 1930 incurred through the Termination Date. All liens on the Cash Collateral, whether granted pursuant to order of this Court or obtained by other means shall be subordinate and subject to the rights of the parties to whom the payments in ¶ (g) (i) and (ii) above are due.

(h) The Debtors shall continue to maintain insurance with respect to all Prepetition Collateral and Post Petition Collateral, both real and personal property, for the purposes and in the amounts maintained by the Debtors in accordance with the requirements of the loan

documents, between the Debtors and Lenders, containing a standard mortgagee clause for the benefit and on behalf of Lenders, named as loss payee.

(i) Except as expressly provided herein, this Order is not to be deemed, and shall not constitute, a waiver of any default under the loan documents or of any rights, claims, defenses of the Debtors or Lenders under the Bankruptcy Code or otherwise. Nothing contained herein shall constitute an admission as to, or shall be used to determine the value of, any entity's claimed collateral for any purpose.

(j) The Debtor's authority to use Cash Collateral pursuant to this Order shall be effective without extension, unless otherwise terminated by operation of this Order or by further order of the Court. Nothing herein prohibits the Lenders from seeking the termination of the authority to use Cash Collateral. Nothing herein prohibits the Debtors from seeking further authority to use the Lender's Cash Collateral.

(k) The Debtors shall promptly mail copies of this Order to all parties listed on the Official Limited Service List approved in these cases as well as those parties that have filed a notice of appearance requesting notice.

IT IS SO ORDERED.

Dated: MAY 03 2010.


THE HONORABLE RICHARD S. SCHMIDT
UNITED STATES BANKRUPTCY JUDGE

AGREED:

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COUNSEL FOR LONE STAR BANK

Cash Flow Summary - (\$)

Findlay Apartments

Receipts

Month Number	January 18th to 31st	February	March	April	May	June	July	August	8-Mths Ending 8/31/2010
	Full Month	Full Month	Full Month	Full Month	Full Month	Full Month	Full Month	Full Month	
Total Receipts	175	315	350	350	350	350	350	350	2,825
Laundry Revenue	-	35	35	35	35	35	35	35	245
Other	-	-	-	-	-	-	-	-	-
Total Receipts	175	315	350	350	350	350	350	350	2,825

Disbursements

Onsite Payroll	(569)	(569)	(569)	(569)	(569)	(569)	(569)	(569)	(3,983)
Trash Removal (City of Houston)	(124)	(62)	(62)	(62)	(62)	(62)	(62)	(62)	(496)
Water & Wastewater (City of Houston)	(600)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(2,400)
Electric Service (Star Tex Power)	(350)	(175)	(175)	(175)	(175)	(175)	(175)	(175)	(1,675)
Total Building Utilities and Maintenance	(1,074)	(537)	(537)	(537)	(537)	(537)	(537)	(537)	(4,571)
CapEx / Maintenance CapEx	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(800)
Management Fee to ACG	(95)	(95)	(95)	(95)	(95)	(95)	(95)	(95)	(745)
Contribution to Overhead	(616)	(627)	(627)	(627)	(627)	(627)	(627)	(627)	(5,016)
General Liability	-	(276)	(276)	(276)	(276)	(276)	(276)	(276)	(2,208)
Wind & Hail Insurance	-	-	-	-	-	-	-	-	-
Flood Insurance	-	-	-	-	-	-	-	-	-
Property Insurance	-	-	-	-	-	-	-	-	-
Total Insurance Premiums	-	(276)	(276)	(276)	(276)	(276)	(276)	(276)	(2,208)
Other	-	-	-	-	-	-	-	-	-
Total Disbursements	(5)	(2,453)	(2,314)	(2,746)	(2,627)	(3,005)	(3,520)	(3,270)	(19,940)

Operating Cash Flow

Operating Cash Flow	170	732	1,221	789	908	530	265	515	5,130
Restructuring Activity	-	-	-	-	-	-	-	-	-
Professional Fees	-	-	-	(650)	-	-	-	(650)	(1,300)
Trustee Fees	-	-	-	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-	-	-	-
Total Restructuring Costs	-	-	-	(650)	-	-	-	(650)	(1,300)

Beginning Available Balance (Cash)

Beginning Available Balance (Cash)	824	993	1,725	2,946	3,085	3,993	4,523	4,788	824
Net Cash Flow from Operations	170	732	1,221	139	908	530	265	(135)	3,830
Available Balance Subtotal pre Debt Service	993	1,725	2,946	3,085	3,993	4,523	4,788	4,653	4,653

Debt Service

DIP Facility	-	-	-	-	-	-	-	-	-
Draws/Paydowns on Revolver or other Borrowing	-	-	-	-	-	-	-	-	-
Other (Bank Fees)	-	-	-	-	-	-	-	-	-
Total Principal & Interest Payments	-	-	-	-	-	-	-	-	-

Ending Available Balance (Cash)

Ending Available Balance (Cash)	993	1,725	2,946	3,085	3,993	4,523	4,788	4,653	4,653
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FINDLAY APARTMENTS - 8-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$)
Coastal Breeze Apartments

COASTAL BREEZE APARTMENTS - 8-MONTHS CASH FLOW PROJECTIONS

Month Number	January 18th to 31st	February	March	April	May	June	July	August	8-Mths Ending 8/31/2010
Receipts	Full Month	Full Month	Full Month	Full Month	Full Month	Full Month	Full Month	Full Month	
Total Receipts	2,185 \$	22,100 \$	22,500 \$	22,500 \$	22,500 \$	22,500 \$	22,500 \$	22,500 \$	159,285 \$
Laundry Revenue	- \$	450 \$	450 \$	450 \$	450 \$	450 \$	450 \$	450 \$	3,150 \$
Other	- \$	150 \$	150 \$	150 \$	150 \$	150 \$	150 \$	150 \$	1,050 \$
Total Receipts	2,185 \$	22,700 \$	23,100 \$	23,100 \$	23,100 \$	23,100 \$	23,100 \$	23,100 \$	163,485 \$
Disbursements									
Onsite Payroll	- \$	(983) \$	(983) \$	(983) \$	(983) \$	(983) \$	(983) \$	(983) \$	(6,881) \$
Telephone Service (AT&T)	- \$	(300) \$	(300) \$	(300) \$	(300) \$	(300) \$	(300) \$	(300) \$	(2,100) \$
Trash Removal (Allied Waste)	- \$	(525) \$	(525) \$	(525) \$	(525) \$	(525) \$	(525) \$	(525) \$	(3,675) \$
Water & Wastewater (City of Galveston)	- \$	(2,600) \$	(1,300) \$	(1,300) \$	(1,300) \$	(1,300) \$	(1,300) \$	(1,300) \$	(10,400) \$
Electric Service (Star Tex Power)	- \$	(4,600) \$	(2,600) \$	(3,500) \$	(3,500) \$	(3,500) \$	(3,750) \$	(3,750) \$	(25,200) \$
Water - Sprinkler System (City of Galveston)	- \$	(600) \$	(300) \$	(300) \$	(300) \$	(300) \$	(300) \$	(300) \$	(2,400) \$
Gas Service (Texas Gas Service)	- \$	(2,000) \$	(1,000) \$	(750) \$	(750) \$	(750) \$	(500) \$	(500) \$	(6,250) \$
Other Vendors	- \$	- \$	- \$	(250) \$	(250) \$	(250) \$	(250) \$	(250) \$	(1,250) \$
Total Building Utilities and Maintenance	- \$	(10,625) \$	(6,025) \$	(6,925) \$	(6,925) \$	(6,925) \$	(6,925) \$	(6,925) \$	(51,275) \$
CapEx / Maintenance CapEx	- \$	(1,750) \$	(1,750) \$	(3,250) \$	(2,250) \$	(3,250) \$	(1,750) \$	(1,750) \$	(15,750) \$
Management Fee to ACG	(66) \$	(663) \$	(675) \$	(675) \$	(675) \$	(675) \$	(675) \$	(675) \$	(4,779) \$
Contribution to Overhead	- \$	(4,321) \$	(5,032) \$	(5,561) \$	(1,075) \$	(979) \$	(1,957) \$	(1,957) \$	(20,883) \$
Total Insurance Premiums	- \$	(2,642) \$	(3,387) \$	(923) \$	(1,952) \$	(1,952) \$	(1,952) \$	(1,952) \$	(14,761) \$
Other	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Total Disbursements	(66) \$	(20,984) \$	(17,852) \$	(18,318) \$	(13,860) \$	(14,764) \$	(14,242) \$	(14,242) \$	(114,328) \$
Operating Cash Flow	2,119 \$	1,716 \$	5,248 \$	4,782 \$	9,240 \$	8,336 \$	8,858 \$	8,858 \$	49,157 \$
Restructuring Activity	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Professional Fees	- \$	- \$	- \$	(650) \$	- \$	- \$	- \$	(650) \$	(1,300) \$
Trustee Fees	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Other Costs	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Total Restructuring Costs	- \$	- \$	- \$	(650) \$	- \$	- \$	- \$	(650) \$	(1,300) \$
Beginning Available Balance (Cash)	6,829 \$	8,949 \$	7,536 \$	8,284 \$	6,966 \$	5,906 \$	3,942 \$	2,499 \$	6,829 \$
Net Cash Flow from Operations	2,119 \$	1,716 \$	5,248 \$	4,132 \$	9,240 \$	8,336 \$	8,858 \$	8,208 \$	47,857 \$
Available Balance Subtotal pre Debt Service	8,949 \$	10,665 \$	12,784 \$	12,417 \$	16,206 \$	14,242 \$	12,799 \$	10,707 \$	54,686 \$
Debt Service									
DIP Facility	- \$	(3,128) \$	(4,500) \$	(5,451) \$	(10,300) \$	(10,300) \$	(10,300) \$	(10,300) \$	(54,279) \$
Sterling Bank - Total	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Draws/Paydowns on Revolver or other Borrowing	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Other (Bank Fees)	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$	- \$
Total Principal & Interest Payments	- \$	(3,128) \$	(4,500) \$	(5,451) \$	(10,300) \$	(10,300) \$	(10,300) \$	(10,300) \$	(54,279) \$
Ending Available Balance (Cash)	8,949 \$	7,536 \$	8,284 \$	6,966 \$	5,906 \$	3,942 \$	2,499 \$	407 \$	407 \$

PARK PLACE APARTMENTS - 8-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$) **Park Place Apartments**

Month Number	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	July Full Month 7	August Full Month 8	8-Mths Ending 8/31/2010
Receipts									
Total Rents	\$ 5,225	\$ 22,490	\$ 22,500	\$ 22,500	\$ 22,500	\$ 22,500	\$ 22,500	\$ 22,500	\$ 162,715
Laundry Revenue	\$ -	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 3,500
Other	\$ -	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 3,500
Total Receipts	\$ 5,225	\$ 23,490	\$ 23,500	\$ 23,500	\$ 23,500	\$ 23,500	\$ 23,500	\$ 23,500	\$ 169,715

Disbursements

Onsite Payroll	\$ -	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (2,547)	\$ (17,829)
Water & Sewer (City of Houston)	-	(5,000)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(20,000)
Refuse Service (Allied Waste Service)	-	(350)	(350)	(350)	(350)	(350)	(350)	(350)	(2,450)
Electricity Service (StarTex Power)	-	(6,310)	(4,000)	(4,500)	(5,000)	(5,000)	(5,250)	(5,250)	(35,310)
Gas Service (Center Point Energy)	-	(2,400)	(1,200)	(1,200)	(1,200)	(1,000)	(1,000)	(1,000)	(9,000)
Telephone Service (AT&T)	-	(350)	(175)	(300)	(175)	(175)	(175)	(175)	(1,400)
Pool Maintenance (Brookside Pool Service)	-	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(2,400)
Pest Control (Envirotrol)	-	(200)	(200)	(200)	(200)	(200)	(200)	(200)	(1,600)
Other Vendors	-	-	(250)	(250)	(250)	(250)	(250)	(250)	(1,250)
Total Building Utilities and Maintenance	\$ -	\$ (14,910)	\$ (8,725)	\$ (9,475)	\$ (9,975)	\$ (9,775)	\$ (10,025)	\$ (10,025)	\$ (72,910)
Landscaping & Plant Maintenance (US Lawn)	\$ -	\$ (150)	\$ (150)	\$ (150)	\$ (150)	\$ (150)	\$ (150)	\$ (150)	\$ (1,050)
CapEx / Maintenance CapEx	\$ -	\$ (2,500)	\$ (2,500)	\$ (4,000)	\$ (3,500)	\$ (3,000)	\$ (2,500)	\$ (2,500)	\$ (20,500)
Management Fee to ACG	\$ (157)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (675)	\$ (4,881)
Contribution to Overhead	\$ -	\$ (4,397)	\$ (5,532)	\$ (6,061)	\$ (1,075)	\$ (979)	\$ (957)	\$ (957)	\$ (19,959)
General Liability	-	-	(1,142)	(311)	(311)	(311)	(311)	(311)	(2,699)
Wind & Hail Insurance	-	-	-	-	-	-	-	-	-
Flood Insurance	-	-	-	-	-	-	-	-	-
Property Insurance	-	-	(1,594)	(434)	(434)	(434)	(434)	(434)	(3,766)
Total Insurance Premiums	\$ -	\$ -	\$ (2,736)	\$ (746)	\$ (1,102)	\$ (746)	\$ (746)	\$ (746)	\$ (6,821)
Other	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Disbursements	\$ (157)	\$ (25,179)	\$ (22,865)	\$ (23,654)	\$ (19,024)	\$ (17,872)	\$ (17,600)	\$ (17,600)	\$ (143,950)

Operating Cash Flow

Restructuring Activity	\$ 5,068	\$ (1,689)	\$ 635	\$ (154)	\$ 4,476	\$ 5,628	\$ 5,900	\$ 5,900	\$ 25,765
Professional Fees	-	-	-	-	-	-	-	-	-
Trustee Fees	-	-	-	(650)	-	-	-	(650)	(1,300)
Other Costs	-	-	-	-	-	-	-	-	-
Total Restructuring Costs	\$ -	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ -	\$ (650)	\$ (1,300)

Beginning Available Balance (Cash)

Net Cash Flow from Operations	\$ 5,644	\$ 10,712	\$ 9,023	\$ 8,158	\$ 2,854	\$ 1,631	\$ 1,559	\$ 1,759	\$ 5,644
Available Balance Subtotal pre Debt Service	\$ 5,068	\$ (1,689)	\$ 635	\$ (804)	\$ 4,476	\$ 5,628	\$ 5,900	\$ 5,250	\$ 24,465
	\$ 10,712	\$ 9,023	\$ 9,658	\$ 7,354	\$ 7,331	\$ 7,259	\$ 7,459	\$ 7,009	\$ 30,109

Debt Service

DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sterling Bank - Total	\$ -	\$ -	\$ (1,500)	\$ (4,500)	\$ (5,700)	\$ (5,700)	\$ (5,700)	\$ (5,700)	\$ (28,800)
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Principal & Interest Payments	\$ -	\$ -	\$ (1,500)	\$ (4,500)	\$ (5,700)	\$ (5,700)	\$ (5,700)	\$ (5,700)	\$ (28,800)

Ending Available Balance (Cash)

	\$ 10,712	\$ 9,023	\$ 8,158	\$ 2,854	\$ 1,631	\$ 1,559	\$ 1,759	\$ 1,309	\$ 1,309
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Exhibit A

OAK POINTE APARTMENTS - 8-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$)
Oak Pointe Apartments

Month Number	January 18th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	July Full Month 7	August Full Month 8	8-Mths Ending 8/31/2010
Receipts									
Total Rents	\$ 4,220	\$ 62,676	\$ 67,500	\$ 69,000	\$ 69,000	\$ 69,000	\$ 69,000	\$ 69,000	\$ 479,396
Laundry Revenue	-	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 3,500
Other	\$ 625	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 2,500	\$ 18,125
Total Receipts	\$ 4,845	\$ 65,676	\$ 70,500	\$ 72,000	\$ 72,000	\$ 72,000	\$ 72,000	\$ 72,000	\$ 501,021

Disbursements

Onsite Payroll
Water & Sewer Acct # 3-83-16452-13 (City of Pasadena)
Water & Sewer Acct # 3-83-16450-13 (City of Pasadena)
Telephone Service (AT&T)
Gas Service (Center Point Energy)
Electric Service (StarTex Power)
Refuse Service (Waste Management)
Pest Control (Envirocontrol Co.)
HPES (Water reimbursement)
Photocopier (Kopier Services)
Water Conditioner Service (Mueller)
Pager / Answering Service (Westpark Communications)
Other vendors

Total Building Utilities and Maintenance
Landscaping & Plant Maintenance (Jesus Maldonado)
CapEx / Maintenance CapEx
Management Fee to ACG

Contribution to Overhead
General Liability

Wind & Hail Insurance
Flood Insurance

Property Insurance
Total Insurance Premiums

Other

Total Disbursements

Operating Cash Flow

Restructuring Activity

Professional Fees

Trustee Fees

Other Costs

Total Restructuring Costs

Beginning Available Balance (Cash)

Net Cash Flow from Operations

Available Balance Subtotal pre Debt Service

Debt Service

DIP Facility

Sterling Bank - Total

Draws/Paydowns on Revolver or other Borrowing

Other (Bank Fees)

Total Principal & Interest Payments

Ending Available Balance (Cash)

\$ -	\$ -	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (11,127)	\$ (77,889)
-	(6,600)	(3,300)	(3,300)	(3,300)	(3,300)	(3,300)	(3,300)	(3,300)	(26,400)
-	(6,400)	(3,200)	(3,200)	(3,200)	(3,200)	(3,200)	(3,200)	(3,200)	(25,600)
-	(700)	(350)	(350)	(350)	(350)	(350)	(350)	(350)	(2,800)
-	(6,000)	(3,000)	(3,000)	(3,000)	(3,000)	(3,000)	(3,000)	(3,000)	(22,000)
-	(5,300)	(1,000)	(1,000)	(700)	(900)	(900)	(900)	(900)	(10,700)
-	(1,900)	(950)	(950)	(950)	(950)	(950)	(950)	(950)	(7,600)
-	(550)	(275)	(275)	(275)	(275)	(275)	(275)	(275)	(2,200)
-	(175)	(175)	(175)	(175)	(175)	(175)	(175)	(175)	(1,225)
-	(119)	(119)	(119)	(119)	(119)	(119)	(119)	(119)	(835)
-	(205)	(205)	(205)	(205)	(205)	(205)	(205)	(205)	(1,435)
-	(35)	(35)	(35)	(35)	(35)	(35)	(35)	(35)	(245)
\$ -	\$ -	\$ (27,984)	\$ (12,609)	\$ (12,609)	\$ (11,809)	\$ (12,009)	\$ (12,009)	\$ (12,009)	\$ (101,040)
\$ -	\$ -	\$ (1,500)	\$ (750)	\$ (750)	\$ (750)	\$ (750)	\$ (750)	\$ (750)	\$ (6,000)
\$ -	\$ -	\$ (3,500)	\$ (3,500)	\$ (6,500)	\$ (7,000)	\$ (4,500)	\$ (3,500)	\$ (3,500)	\$ (32,000)
\$ (127)	\$ (1,880)	\$ (2,025)	\$ (2,025)	\$ (2,070)	\$ (2,070)	\$ (2,070)	\$ (2,070)	\$ (2,070)	\$ (14,382)
\$ -	\$ (12,255)	\$ (18,095)	\$ (20,988)	\$ (20,988)	\$ (12,496)	\$ (12,204)	\$ (15,202)	\$ (15,202)	\$ (106,441)
\$ -	\$ -	\$ (2,758)	\$ (752)	\$ (752)	\$ (752)	\$ (752)	\$ (752)	\$ (752)	\$ (6,517)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,856)	\$ -	\$ -	\$ -	\$ (1,856)
\$ -	\$ -	\$ -	\$ (4,356)	\$ (1,187)	\$ (1,187)	\$ (1,187)	\$ (1,187)	\$ (1,187)	\$ (10,293)
\$ -	\$ -	\$ -	\$ (7,114)	\$ (1,939)	\$ (3,795)	\$ (1,939)	\$ (1,939)	\$ (1,939)	\$ (18,666)
\$ (127)	\$ (58,246)	\$ (55,220)	\$ (55,983)	\$ (49,048)	\$ (44,599)	\$ (46,597)	\$ (46,597)	\$ (46,597)	\$ (356,418)
\$ 4,718	\$ 7,430	\$ 15,280	\$ 16,017	\$ 22,952	\$ 27,401	\$ 25,403	\$ 25,403	\$ 25,403	\$ 144,603
-	-	-	-	-	-	-	-	-	-
-	-	-	(1,625)	-	-	-	-	(1,625)	(3,250)
-	-	-	-	-	-	-	-	-	-
\$ -	\$ -	\$ -	\$ (1,625)	\$ -	\$ -	\$ -	\$ -	\$ (1,625)	\$ (3,250)
\$ 5,215	\$ 9,933	\$ 8,491	\$ 5,771	\$ 2,113	\$ 365	\$ 3,066	\$ 3,066	\$ 3,769	\$ 5,215
\$ 4,718	\$ 7,430	\$ 15,280	\$ 14,392	\$ 22,952	\$ 27,401	\$ 25,403	\$ 25,403	\$ 23,778	\$ 141,353
\$ 9,933	\$ 17,363	\$ 23,771	\$ 20,162	\$ 25,065	\$ 27,766	\$ 28,469	\$ 27,547	\$ 27,547	\$ 146,568
\$ -	\$ -	\$ (8,872)	\$ (18,000)	\$ (18,049)	\$ (24,700)	\$ (24,700)	\$ (24,700)	\$ (24,700)	\$ (143,721)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ (8,872)	\$ (18,000)	\$ (18,049)	\$ (24,700)	\$ (24,700)	\$ (24,700)	\$ (24,700)	\$ (143,721)
\$ 9,933	\$ 8,491	\$ 5,771	\$ 2,113	\$ 365	\$ 3,066	\$ 3,769	\$ 2,847	\$ 2,847	\$ 2,847

Exhibit A

HARBOUR GLEN APARTMENTS - 8-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$)
Harbour Glen Apartments

Month Number
Receipts

Total Rents
Laundry Revenue
Other
Total Receipts

Disbursements
Onsite Payroll
Total Building Utilities and Maintenance
Landscaping & Plant Maintenance
CapEx / Maintenance CapEx
Management Fee to ACG
Contribution to Overhead
Total Insurance Premiums
Other

Total Disbursements

Operating Cash Flow

Restructuring Activity
Professional Fees
Trustee Fees
Other Costs

Total Restructuring Costs

Beginning Available Balance (Cash)
Net Cash Flow from Operations
Available Balance Subtotal pre Debt Service

Debt Service

DIP Facility
Lone Star Bank - Total
Draws/Paydowns on Revolver or other Borrowing
Other (Bank Fees)
Total Principal & Interest Payments

Ending Available Balance (Cash)

January 18th to 31st 1	February 2	March 3	April 4	May 5	June 6	July 7	August 8	8-Mths Ending 8/31/2010
\$ 3,800	\$ 35,390	\$ 35,400	\$ 36,000	\$ 36,000	\$ 36,500	\$ 36,500	\$ 36,500	\$ 256,090
\$ -	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 1,050
\$ -	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 2,100
\$ 3,800	\$ 35,840	\$ 35,850	\$ 36,450	\$ 36,450	\$ 36,950	\$ 36,950	\$ 36,950	\$ 259,240

\$ -	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (5,176)	\$ (36,232)
\$ -	\$ (7,730)	\$ (4,490)	\$ (4,665)	\$ (4,915)	\$ (5,015)	\$ (5,015)	\$ (5,015)	\$ (36,845)
\$ -	\$ -	\$ (450)	\$ (570)	\$ (570)	\$ (570)	\$ (570)	\$ (570)	\$ (3,300)
\$ -	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (1,750)	\$ (12,250)
\$ (114)	\$ (1,062)	\$ (1,062)	\$ (1,080)	\$ (1,080)	\$ (1,095)	\$ (1,095)	\$ (1,095)	\$ (7,683)
\$ -	\$ (6,920)	\$ (4,243)	\$ (5,298)	\$ (6,520)	\$ (6,456)	\$ (7,041)	\$ (7,041)	\$ (43,519)
\$ -	\$ (6,782)	\$ (4,143)	\$ (1,529)	\$ (3,761)	\$ (3,761)	\$ (3,761)	\$ (3,761)	\$ (27,492)
\$ (114)	\$ (29,419)	\$ (21,315)	\$ (20,068)	\$ (23,771)	\$ (23,822)	\$ (24,408)	\$ (24,408)	\$ (167,326)

\$ 3,686	\$ 6,421	\$ 14,535	\$ 16,382	\$ 12,679	\$ 13,128	\$ 12,542	\$ 12,542	\$ 91,914
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\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ -	\$ (975)	\$ -	\$ -	\$ -	\$ (975)	\$ (1,950)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

\$ 3,907	\$ 7,593	\$ 1,124	\$ 2,769	\$ 5,286	\$ 5,074	\$ 5,312	\$ 4,964	\$ 3,907
\$ 3,686	\$ 6,421	\$ 14,535	\$ 15,407	\$ 12,679	\$ 13,128	\$ 12,542	\$ 11,567	\$ 89,964
\$ 7,593	\$ 14,014	\$ 15,659	\$ 18,176	\$ 17,964	\$ 18,202	\$ 17,854	\$ 16,531	\$ 93,871

\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (90,230)
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ -	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (12,890)	\$ (90,230)

\$ 7,593	\$ 1,124	\$ 2,769	\$ 5,286	\$ 5,074	\$ 5,312	\$ 4,964	\$ 3,641	\$ 3,641
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SYLVANFIELD OFFICE BUILDING - 8-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$) Sylvanfield Office Building	January		February		March		April		May		June		July		August		8-Mths Ending 8/31/2010
	18th to 31st 1	Month Number	Full Month 2	Full Month 3	Full Month 4	Full Month 5	Full Month 6	Full Month 7	Full Month 8	Full Month 9	Full Month 10	Full Month 11	Full Month 12	Full Month 1	Full Month 2	Full Month 3	
Receipts																	
Total Rents	\$ 11,625		\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 23,282
Reimbursable Expenses	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Receipts	\$ 11,625		\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 3,886	\$ 23,282
Disbursements																	
Janitorial Services	-		(388)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(775)	(1,938)
Water & Sewer Service (NW Harris County Mud #21)	-		(200)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(100)	(500)
Electric Service (MidAmerica Energy)	-		(3,000)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(1,500)	(8,500)
Interior Plants Service (Green Day Designs)	-		(500)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(300)	(800)
Building Security System Monitoring (Broadview Security)	-		(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)	(500)
Pest Control (John Moore)	-		(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(495)
Property Owners' Association Dues (Parkwood of Northchase)	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Building Utilities and Maintenance	\$ -		\$ (4,803)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (2,840)	\$ (12,783)
CapEx / Maintenance CapEx	-		(1,000)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(750)	(3,000)
Management Fee to ACG	\$ (349)		\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	\$ (117)	(698)
Contribution to Overhead	\$ -		\$ (760)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	\$ (696)	(2,244)
Total Insurance Premiums	\$ -		\$ -	\$ (3,322)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	\$ (906)	(4,227)
Other	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Disbursements	\$ (349)		\$ (6,679)	\$ (7,724)	\$ (5,700)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (22,952)
Operating Cash Flow	\$ 11,276		\$ (2,793)	\$ (3,839)	\$ (1,814)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ 330
Restructuring Activity	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Trustee Fees	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Costs	-		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Restructuring Costs	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Available Balance (Cash)	\$ -		\$ 11,276	\$ 8,483	\$ 4,644	\$ 2,830	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330
Net Cash Flow from Operations	\$ 11,276		\$ (2,793)	\$ (3,839)	\$ (1,814)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ (2,500)	\$ 330
Available Balance Subtotal pre Debt Service	\$ 11,276		\$ 8,483	\$ 4,644	\$ 2,830	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330
Debt Service	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
DIP Facility	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
National Guardian Life - Total	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Principal & Interest Payments	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Available Balance (Cash)	\$ 11,276		\$ 8,483	\$ 4,644	\$ 2,830	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330	\$ 330

STAPLES ST BUILDING (CORPUS CHRISTI) - 8-MONTHS CASH FLOW PROJECTIONS										
	January 5th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	July Full Month 7	August Full Month 8	8-Mths Ending 8/31/2010	
Cash Flow Summary - (\$)										
Staples Street Office Building										
Month Number										
Receipts										
Total Rents	\$ -	\$ 30,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 10,143	\$ -	\$ -	\$ 131,858
Reimbursable Expenses	-	5,000	-	-	-	-	-	-	-	5,000
Other	10,104	-	-	-	-	-	-	-	-	10,104
Total Receipts	\$ 10,104	\$ 35,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 30,429	\$ 10,143	\$ -	\$ -	\$ 146,962
Disbursements										
Total Building Utilities and Maintenance	\$ (4,223)	\$ (20,223)	\$ (13,046)	\$ (12,386)	\$ (12,083)	\$ (4,000)	\$ -	\$ -	\$ -	\$ (65,960)
Local Property Management Service (CCRM)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (1,600)	\$ (1,600)	\$ (1,600)	\$ -	\$ -	\$ -	\$ (9,300)
Landscaping & Plant Maintenance	-	(806)	(806)	(806)	(806)	-	-	-	-	(3,225)
CapEx / Maintenance CapEx	\$ (700)	\$ (1,400)	\$ (1,400)	\$ (2,400)	\$ (1,400)	\$ (1,400)	\$ -	\$ -	\$ -	\$ (8,700)
Management Fee due to Amidee Capital Group, Inc.	-	(913)	(913)	(913)	(913)	(304)	-	-	-	(3,956)
Contribution to Overhead	-	-	(5,453)	(6,169)	(5,511)	(1,794)	-	-	-	(18,926)
Total Insurance Premiums	-	(4,643)	(1,489)	(1,489)	(3,339)	(1,489)	-	-	-	(12,448)
Other	-	-	-	-	-	-	-	-	-	-
Total Disbursements	\$ (6,423)	\$ (29,485)	\$ (24,606)	\$ (25,762)	\$ (25,651)	\$ (10,587)	\$ -	\$ -	\$ -	\$ (122,514)
Operating Cash Flow	\$ 3,681	\$ 5,944	\$ 5,823	\$ 4,667	\$ 4,777	\$ (444)	\$ -	\$ -	\$ -	\$ 24,448
Restructuring Activity										
Professional Fees	-	-	-	-	-	-	-	-	-	-
Trustee Fees	-	-	-	(650)	-	-	-	-	-	(650)
Other Costs	-	-	-	-	-	-	-	-	-	-
Total Restructuring Costs	\$ -	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (650)
Beginning Available Balance (Cash)	\$ 560	\$ 4,241	\$ 4,185	\$ 4,008	\$ 2,025	\$ 802	\$ 358	\$ 358	\$ -	\$ 560
Net Cash Flow from Operations	\$ 3,681	\$ 5,944	\$ 5,823	\$ 4,017	\$ 4,777	\$ (444)	\$ -	\$ -	\$ -	\$ 23,798
Available Balance Subtotal pre Debt Service	\$ 4,241	\$ 10,185	\$ 10,008	\$ 8,025	\$ 6,802	\$ 358	\$ 358	\$ 358	\$ -	\$ 24,358
Debt Service										
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
NCN Lending LLC	\$ -	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ -	\$ -	\$ -	\$ -	\$ (24,000)
Downpayment / Payments on Windstorm Insurance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Principal & Interest Payments	\$ -	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ (6,000)	\$ -	\$ -	\$ -	\$ -	\$ (24,000)
Ending Available Balance (Cash)	\$ 4,241	\$ 4,185	\$ 4,008	\$ 2,025	\$ 802	\$ 358	\$ 358	\$ 358	\$ -	\$ 358

AMIDEE CAPITAL GROUP, INC. - 8-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$)	January 5th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	July Full Month 7	August Full Month 8	8-Mths Ending 8/31/2010
Corporate (ACG)									
Month Number									
Receipts									
ACG Properties	\$ 1,300	\$ 5,500	\$ 5,500	\$ 5,500	\$ 5,500	\$ 5,500	\$ 5,500	\$ 5,500	\$ 40,050
Management Fee to ACG	\$ 817	\$ 5,404	\$ 5,571	\$ 5,634	\$ 5,518	\$ 4,924	\$ 4,628	\$ 4,628	\$ 37,124
Proceeds from Asset Sales	\$ -	\$ -	\$ -	\$ -	\$ 150,000	\$ 72,500	\$ -	\$ -	\$ 222,500
Contribution to Overhead - Hotels & Resorts	\$ -	\$ -	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 90,000
Contribution to Overhead - Apts and Office Buildings	\$ -	\$ 29,269	\$ 39,678	\$ 45,574	\$ 27,311	\$ 23,781	\$ 26,983	\$ 26,733	\$ 219,329
Total Receipts	\$ 2,117	\$ 40,172	\$ 65,749	\$ 71,758	\$ 203,378	\$ 121,755	\$ 52,161	\$ 51,911	\$ 609,002
Disbursements									
Payroll	\$ -	\$ (12,013)	\$ (12,013)	\$ (10,102)	\$ (8,191)	\$ (8,191)	\$ (8,191)	\$ (8,191)	\$ (66,892)
Sylvanfield Rent	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
CapEx / Maintenance CapEx	\$ -	\$ (1,000)	\$ (1,250)	\$ (1,250)	\$ (1,250)	\$ (1,000)	\$ (1,000)	\$ (1,000)	\$ (7,750)
Total Corporate Utilities and Maintenance	\$ -	\$ -	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (500)	\$ (500)	\$ (500)	\$ (6,000)
Lease Rejections / Post Petition Payments	\$ -	\$ -	\$ (1,000)	\$ (1,000)	\$ (3,500)	\$ (3,500)	\$ -	\$ -	\$ (9,000)
Total Insurance Premiums	\$ -	\$ -	\$ (1,019)	\$ (278)	\$ (278)	\$ (278)	\$ (278)	\$ (278)	\$ (2,407)
Other / Bills / Professional Expenses	\$ -	\$ -	\$ (1,000)	\$ (6,500)	\$ (6,000)	\$ (1,500)	\$ (1,500)	\$ (1,500)	\$ (18,000)
Total Disbursements	\$ -	\$ (13,013)	\$ (17,782)	\$ (20,630)	\$ (20,719)	\$ (14,969)	\$ (11,469)	\$ (11,469)	\$ (110,049)
Operating Cash Flow	\$ 2,117	\$ 27,159	\$ 47,968	\$ 51,129	\$ 182,660	\$ 106,786	\$ 40,692	\$ 40,442	\$ 498,953
Restructuring Activity									
Professional Fees	\$ -	\$ (25,000)	\$ (50,000)	\$ (50,000)	\$ (72,500)	\$ (62,500)	\$ (62,500)	\$ (62,500)	\$ (385,000)
Professional Fees (Escrow Account)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (72,500)	\$ -	\$ -	\$ (72,500)
Trustee Fees	\$ -	\$ -	\$ -	\$ (650)	\$ -	\$ -	\$ -	\$ (650)	\$ (1,300)
Other Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Restructuring Costs	\$ -	\$ (25,000)	\$ (50,000)	\$ (50,650)	\$ (72,500)	\$ (135,000)	\$ (62,500)	\$ (63,150)	\$ (458,800)
Beginning Available Balance (Cash)	\$ 1,313	\$ 3,430	\$ 5,589	\$ 3,557	\$ 4,036	\$ 114,195	\$ 85,982	\$ 64,174	\$ 1,313
Net Cash Flow from Operations	\$ 2,117	\$ 2,159	\$ (2,032)	\$ 479	\$ 110,160	\$ (28,214)	\$ (21,808)	\$ (22,708)	\$ 40,153
Available Balance Subtotal pre Debt Service	\$ 3,430	\$ 5,589	\$ 3,557	\$ 4,036	\$ 114,195	\$ 85,982	\$ 64,174	\$ 41,466	\$ 41,466
Debt Service									
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Principal & Interest Payments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Available Balance (Cash)	\$ 3,430	\$ 5,589	\$ 3,557	\$ 4,036	\$ 114,195	\$ 85,982	\$ 64,174	\$ 41,466	\$ 41,466
Contribution to Overhead from Coastal Breeze to ACG	\$ -	\$ (4,321)	\$ (9,353)	\$ (14,914)	\$ (15,989)	\$ (16,988)	\$ (18,325)	\$ (20,883)	\$ (20,883)
Contribution to Overhead from Park Place to ACG	\$ -	\$ (4,397)	\$ (9,929)	\$ (15,990)	\$ (17,065)	\$ (18,048)	\$ (19,602)	\$ (19,959)	\$ (19,959)
Contribution to Overhead from Oak Pointe to ACG	\$ -	\$ (12,555)	\$ (30,350)	\$ (51,338)	\$ (63,834)	\$ (76,038)	\$ (91,239)	\$ (106,441)	\$ (106,441)
Contribution to Overhead from Harbour Glen to ACG	\$ -	\$ (6,920)	\$ (11,165)	\$ (16,461)	\$ (22,981)	\$ (29,436)	\$ (36,478)	\$ (43,519)	\$ (43,519)
Contribution to Overhead from Sylvanfield to ACG	\$ -	\$ (760)	\$ (1,456)	\$ (2,244)	\$ (2,244)	\$ (2,244)	\$ (2,244)	\$ (2,244)	\$ (2,244)
Contribution to Overhead from Umlax to ACG	\$ -	\$ (616)	\$ (1,244)	\$ (1,953)	\$ (2,586)	\$ (3,955)	\$ (5,787)	\$ (7,358)	\$ (7,358)
Contribution to Overhead from Corpus Christi to ACG	\$ -	\$ -	\$ (5,453)	\$ (11,621)	\$ (17,132)	\$ (18,926)	\$ (18,926)	\$ (18,926)	\$ (18,926)

Exhibit A

AMIDEE CONSOLIDATED - 6-MONTHS CASH FLOW PROJECTIONS

Cash Flow Summary - (\$) CONSOLIDATED

Month Number
Receipts

Total Rents
Amidee Capital Group, Inc.
Total Receipts

Disbursements
Total Payroll

Total Building Utilities and Maintenance
CapEx / Maintenance CapEx
Management Fee due to Amidee Capital Group, Inc.
Contribution to Overhead
Landscaping, Management & Other Fees
Total Insurance Premiums
Total Disbursements

Operating Cash Flow

Restructuring Activity
Professional Fees
Professional Fees (Escrow Account)
Trustee Fees
Other Costs

Total Restructuring Costs

Beginning Available Balance (Cash)
Net Cash Flow from Operations
Available Balance Subtotal pre Debt Service

Debt Service

DIP Facility
Adequate Assurance Payments to Lenders
Draws/Paydowns on Revolver or other Borrowing
Other (Bank Fees)
Total Principal & Interest Payments

Ending Available Balance (Cash)

	January 5th to 31st 1	February Full Month 2	March Full Month 3	April Full Month 4	May Full Month 5	June Full Month 6	July Full Month 7	August Full Month 8	8-Mths Ending 8/31/2010
Total Rents Amidee Capital Group, Inc.	\$ 37,959	\$ 190,206	\$ 190,800	\$ 192,900	\$ 189,014	\$ 169,228	\$ 159,335	\$ 159,335	\$ 1,288,775
Total Receipts	\$ 2,117	\$ 40,172	\$ 65,749	\$ 71,758	\$ 203,378	\$ 121,755	\$ 52,161	\$ 51,911	\$ 609,002
	\$ 40,076	\$ 230,378	\$ 256,549	\$ 264,658	\$ 392,392	\$ 290,983	\$ 211,496	\$ 211,246	\$ 1,897,778
Total Payroll	\$ -	\$ (32,415)	\$ (32,415)	\$ (30,504)	\$ (28,593)	\$ (28,593)	\$ (28,593)	\$ (28,593)	\$ (209,706)
Total Building Utilities and Maintenance	\$ (4,223)	\$ (87,349)	\$ (51,772)	\$ (58,237)	\$ (59,769)	\$ (43,811)	\$ (36,611)	\$ (36,611)	\$ (378,384)
CapEx / Maintenance CapEx	\$ (700)	\$ (13,000)	\$ (13,000)	\$ (21,050)	\$ (17,500)	\$ (15,100)	\$ (10,700)	\$ (10,700)	\$ (101,750)
Management Fee due to Amidee Capital Group, Inc.	\$ (817)	\$ (5,404)	\$ (5,571)	\$ (5,634)	\$ (5,518)	\$ (4,924)	\$ (4,628)	\$ (4,628)	\$ (37,124)
Contribution to Overhead	\$ -	\$ (29,269)	\$ (39,678)	\$ (45,574)	\$ (27,311)	\$ (23,781)	\$ (26,983)	\$ (26,733)	\$ (219,329)
Landscaping, Management & Other Fees	\$ (1,500)	\$ (3,956)	\$ (3,756)	\$ (3,976)	\$ (3,976)	\$ (3,170)	\$ (1,570)	\$ (1,570)	\$ (23,475)
Total Insurance Premiums	\$ -	\$ (14,067)	\$ (23,485)	\$ (7,885)	\$ (14,533)	\$ (10,239)	\$ (8,751)	\$ (8,751)	\$ (87,710)
Total Disbursements	\$ (7,240)	\$ (185,459)	\$ (169,678)	\$ (172,861)	\$ (157,200)	\$ (129,619)	\$ (117,836)	\$ (117,586)	\$ (1,057,478)
Operating Cash Flow	\$ 32,836	\$ 44,919	\$ 86,871	\$ 91,797	\$ 235,192	\$ 161,364	\$ 93,660	\$ 93,660	\$ 840,300
Restructuring Activity	-	(25,000)	(50,000)	(50,000)	(72,500)	(62,500)	(62,500)	(62,500)	(385,000)
Professional Fees	-	-	-	-	-	(72,500)	-	-	(72,500)
Professional Fees (Escrow Account)	-	-	-	(5,850)	-	-	-	(5,200)	(11,050)
Trustee Fees	-	-	-	-	-	-	-	-	-
Other Costs	-	-	-	-	-	-	-	-	-
Total Restructuring Costs	\$ -	\$ (25,000)	\$ (50,000)	\$ (55,850)	\$ (72,500)	\$ (135,000)	\$ (62,500)	\$ (67,700)	\$ (468,550)
Beginning Available Balance (Cash)	\$ 24,292	\$ 57,128	\$ 46,157	\$ 40,138	\$ 29,195	\$ 132,297	\$ 105,072	\$ 82,642	\$ 24,292
Net Cash Flow from Operations	\$ 32,836	\$ 19,919	\$ 36,871	\$ 35,947	\$ 162,692	\$ 26,364	\$ 31,160	\$ 25,960	\$ 371,750
Available Balance Subtotal pre Debt Service	\$ 57,128	\$ 77,047	\$ 83,028	\$ 76,085	\$ 191,887	\$ 158,662	\$ 136,232	\$ 108,602	\$ 396,042
Debt Service	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
DIP Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Adequate Assurance Payments to Lenders	\$ -	\$ (30,890)	\$ (42,890)	\$ (46,890)	\$ (59,590)	\$ (53,590)	\$ (53,590)	\$ (53,590)	\$ (341,030)
Draws/Paydowns on Revolver or other Borrowing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other (Bank Fees)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Principal & Interest Payments	\$ -	\$ (30,890)	\$ (42,890)	\$ (46,890)	\$ (59,590)	\$ (53,590)	\$ (53,590)	\$ (53,590)	\$ (341,030)
Ending Available Balance (Cash)	\$ 57,128	\$ 46,157	\$ 40,138	\$ 29,195	\$ 132,297	\$ 105,072	\$ 82,642	\$ 55,012	\$ 55,012